

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: Expires:
Estimated average burden
hours per response

SEC USE ONLY						
Prefix		Serial				
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DATE RECEIVED						
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Name of Offering ( check if this is an amend Morgan Stanley Emerging Private Markets Fur		s changed, and indicate	change.)	·	
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505		Section 4(6	) ULOE
Type of Filing: ☐ New Filing ☐	Amendment				
	A. B.	ASIC IDENTIFICATION	DATA		
1. Enter the information requested about the is	ssuer				
Name of Issuer (☐ check if this is an ame Morgan Stanley Emerging Private Markets Fur		has changed, and indica	ate change.)		
Address of Executive Offices	•	eet, City, State, Zip Coo	,	Telephone Number (In	cluding Area Code)
c/o Morgan Stanley EPMF I GP LP	One Tower Bridg Conshohocken, I	je, 100 Front Street, We PA 19428	est	(610) 940-5000	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Str	eet, City, State, Zip Coo	de)	Telephy	
Brief Description of Business			1	07	071760
Type of Business Organization					. A.
☐ corporation		rship, already formed		other (please speci	iry):
business trust	☐ limited partne	rship, to be formed			
Actual or Estimated Date of Incorporation or O	•	Month 1 2	Year 0 6	☑ Actual	PROCESSED
Jurisdiction of Incorporation or Organization:	<b>,</b>	U.S. Postal Service abt FN for other foreign juris		e: D E	JUL 19 2007
GENERAL INSTRUCTIONS					HOMSON

### GENERAL INSTRUCTIONS

## Federal:

FINANCIAL Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

(05-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer, Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Beneficial Owner ☐ Executive Officer □ Director □ General and/or ☑ Promoter Check Box(es) that Apply: Managing Partner-Administrator Full Name (Last name first, if individual) Morgan Stanley Alternative Investments Inc. Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 □ Executive Officer □ Director □ General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Morgan Stanley AIP GP LP Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer ☐ Director ⊠ General and/or Managing Partner Full Name (Last name first, if individual) Morgan Stanley EPMF I GP LP Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 Promoter Beneficial Owner □ Executive Officer □ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Pulfrey, Cory S. Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 ☐ General and/or ■ Executive Officer □ Promoter ☐ Beneficial Owner □ Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Jama, Mustafa Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 Check Box(es) that Apply: Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Dorr, Thomas Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Wolak, John Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 □ Promoter ☐ Beneficial Owner □ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Turner, Jeffrey A. Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428

#### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Beneficial Owner Check Box(es) that Apply: □ Promoter ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Langlois, Noel Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Peterson, Bernard V. Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 ☐ Beneficial Owner □ Director General and/or Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) Theard, Kara Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 Check Box(es) that Apply: ☐ Beneficial Owner □ Director ☐ General and/or □ Promoter Managing Partner Full Name (Last name first, if individual) Cacchione, John F. Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 General and/or Check Box(es) that Apply: □ Promoter Beneficial Owner □ Director Managing Partner Full Name (Last name first, if individual) Rein, Walter E. Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 Executive Officer Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Marmoll, Eric J. Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Tannenbaum, Elliot Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428 Promoter Executive Officer Check Box(es) that Apply: ☐ Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) Sperans, James Business or Residence Address (Number and Street, City, State, Zip Code) One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428

and the state of t		A. BASIC IDENTIFIC	CATION DATA					
2. Enter the information requested for the following:  • Each promoter of the issuer, if the issuer has been organized within the past five years;								
•		•	•	s alone of aquity coougition	n of the incurr			
	• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;							
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	General and/or			
Check Box(es) that Apply.		☐ perielicial Owner	M Executive Officer	☐ Director	Managing Partner			
Full Name (Last name first, it	individual)							
Beinkampen, Karl	,							
Business or Residence Addre	ess (Number and Street.	City, State, Zip Code)	<u> </u>		<u> </u>			
One Tower Bridge, 100 Fron	•	• • • • • • • • • • • • • • • • • • • •						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or			
Oneok Box(es) that Apply.	r romoter	Deficilities Office	Z Excedite officer	LI Director	Managing Partner			
Full Name (Last name first, if	individual)							
Allen, Matthew	•							
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)						
One Tower Bridge, 100 From	· ·							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or			
oncok box(cs) that Apply.	Li i Tolliotes	benenoial office	ZJ Excodite Omoci		Managing Partner			
Full Name (Last name first, if	individual)			<del></del>				
Gonzalez-Heres, Jose	•							
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)						
One Tower Bridge, 100 Fron	t Street Suite 1100, West	Conshohocken, PA 19428						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or			
onosk box(ob) that ipply.	_ remotes		Z cxoodaro omoo.		Managing Partner			
Full Name (Last name first, if	individual)		<del> </del>	· · · · · · · · · · · · · · · · · · ·	<del></del>			
Baumgartner, Mark								
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)	• •					
One Tower Bridge, 100 From	t Street Suite 1100, West	Conshohocken, PA 19428						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or			
					Managing Partner			
Full Name (Last name first, if	individual)							
van der Zwan, Mark								
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)		,				
One Tower Bridge, 100 Front	l Street Suite 1100, West	Conshohocken, PA 19428						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or			
					Managing Partner			
Full Name (Last name first, if	individual)							
Kuntz, Kevin								
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)						
One Tower Bridge, 100 Front	t Street Suite 1100, West	Conshohocken, PA 19428						
Check Box(es) that Apply:	□ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	General and/or			
					Managing Partner			
Full Name (Last name first, if	individual)							
Bhatt, Paresh								
Business or Residence Addre	•	• • • •						
One Tower Bridge, 100 Front	i Street Suite 1100, West	Conshohocken, PA 19428						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner			
Full Name (Last name first, if	individual)							
Erickson, Brian W.								
Business or Residence Addre	ess (Number and Street, (	City, State, Zip Code)						
One Tower Bridge, 100 Front	Street Suite 1100, West	Conshohocken, PA 19428						

		A. BASIC IDENTIFI	CATION DATA					
2. Enter the information reque		- arraniand within the most five						
		n organized within the past five r dispose, or direct the vote or o		a clase of equity securities	of the incuer			
					s of the issuer,			
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>								
Check Box(es) that Apply:	Promoter	Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or			
Circuit Don(Co) Watt (pp.)			25 27/0004/10 07/100/		Managing Partner			
Full Name (Last name first, if	individual)							
Kondas, Michael								
Business or Residence Address (Number and Street, City, State, Zip Code)								
One Tower Bridge, 100 Front	Street Suite 1100, Wes	t Conshohocken, PA 19428						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or			
					Managing Partner			
Full Name (Last name first, if	individual)							
Coroniti, Robin								
Business or Residence Addre								
One Tower Bridge, 100 Front	Street Suite 1100, Wes	t Conshohocken, PA 19428						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner		□ Director	☐ General and/or			
					Managing Partner			
Full Name (Last name first, if	individual)							
Graver, Matther		<u> </u>						
Business or Residence Addre	•	• • •						
One Tower Bridge, 100 Front	<del></del>			- <u>-</u>				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if	individual)			<del> </del>	Wanaging Farties			
Osidach, Roman	individual)							
Business or Residence Addre	ess (Number and Street	City State Zin Code)						
One Tower Bridge, 100 Front	•							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	General and/or			
Check Dox(cs) that Apply.		Deficional Office	ZZ Excoduve officer	□ Birccioi	Managing Partner			
Full Name (Last name first, if	individual)							
Tai, Francie								
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)						
One Tower Bridge, 100 Front	Street Suite 1100, West	t Conshohocken, PA 19428						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		□ Director	General and/or			
					Managing Partner			
Full Name (Last name first, if	individual)		•					
Walker, Sloan								
Business or Residence Addre	•							
One Tower Bridge, 100 Front	Street Suite 1100, West	t Conshohocken, PA 19428						
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or			
					Managing Partner			
Full Name (Last name first, if	•							
Morgan Stanley Emerging Pri								
Business or Residence Addre	,	•						
P.O. Box 309GT, Ugland Hou			<u> </u>					
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner			
Full Name () act name first if	individual)			<u> </u>	Managing Partner			
Full Name (Last name first, if individual)  Morgan Stanley Emercing Private Markets Fund I (Netherlands) CV								
<u> </u>	Morgan Stanley Emerging Private Markets Fund I (Netherlands) CV  Business or Residence Address (Number and Street, City, State, Zip Code)							
		• • • •	Front Street Suite 1100 M	Vest Conshohocken P4	A 19428			
c/o Morgan Stanley Alternative Investment Partners LP, One Tower Bridge, 100 Front Street Suite 1100, West Conshohocken, PA 19428								

<u> </u>					B	. INFORMA	TION ABOU	JT OFFERIN	IG				
					4 4 11 4		:ad :4_	- :- 41:46-	-12			Yes	No M
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									$\boxtimes$			
2.	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?								\$100,000				
•••	Z. While the manufacture track will be accepted from any inclinique.									Yes	— No		
3.	3. Does the offering permit joint ownership of a single unit?									×			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Full	Name (L	ast name i	first, if individ	dual)									
Mor	gan Stan	ley & Co. l	ncorporated	l									
			Address (N ork, NY 100		Street, City,	State, Zip Co	ode)						
		·	oker or Deal					·					
Stat	es in W/h	ich Person	I istad Has	Solicited or	Intends to S	olicit Purcha	sers						<del></del>
									**********				5
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	-		first, if individent	•									
			•	umber and S ondon, Unite		State, Zip Co E14 4QA	ode)						
Nam	ne of Ass	ociated Br	oker or Deal	ler									
Stat	es in Wh	ich Persor	Listed Has	Solicited or	Intends to S	olicit Purcha	sers				•		
,	•		or check ind	ividual State	•							☐ All States	
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		ast name t	first, if individ	dual)									
									<del></del>				
Busi	iness or I	Residence	Address (N	umber and S	Street, City,	State, Zip Co	ode)						
Nam	ne of Ass	ociated Br	oker or Deal	ler									
Stat	es in Wh	ich Person	Listed Has	Solicited or	Intends to S	olicit Purcha	sers						
(	Check "A	All States"	or check indi	ividual State	s)					•••••		All States	3
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	ondica to one half go and an each of an each of a control of the c	Aggregate	Amount
	Type of Security	Offering Price	Already Sold
	Debt	\$0	\$0
	Equity	\$0	\$0
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$0	<b>\$</b> 0
	Partnership Interests	\$165,375,000.00	\$165,375,000.00
	Other (Specify).	\$0	\$0
	Total	\$165,375,000.00	\$165,375,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	144	\$165,375,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all		
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		
	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of	Dollar Amount
	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering	Security	Sold
	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	Sold \$
	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	Sold \$
	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	\$ \$ \$ \$
	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	Sold \$
4.	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	\$ \$ \$ \$
4.	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	\$ \$ \$ \$
4.	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	\$ \$ \$ \$ \$
4.	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	\$ \$ \$ \$ \$ \$
4.	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	\$ \$ \$ \$21,012.59
4.	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees Printing and Engraving Costs.  Legal Fees.	Security	\$ \$ \$21,012.59 \$ \$81,840.00
4.	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees Engineering Fees	Security	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
4.	securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505	Security	\$ \$ \$ \$21,012.59 \$ \$81,840.00 \$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Placement fees of \$2,039,375.00 have been paid separately either by certain investors that have purchased securities in this offering or by Morgan Stanley AIP GP LP. Such fees are not expenses of the Issuer.

	C. OFFERING PR	ICE, NUMBER OF INVESTORS, EXPENSES	AND (	JSE OF PROCEEDS		
	<ul> <li>b. Enter the difference between the aggreg</li> <li>Question 1 and total expenses in response</li> <li>the "adjusted gross proceeds to the issuer."</li> </ul>	ate offering price given in response to Part C to Part C – Question 4.a. This difference is			<u>\$16</u>	5,272,147.41
5.	Indicate below the amount of the adjusted grito be used for each of the purposes shown, furnish an estimate and check the box to the listed must equal the adjusted gross proceeds—Question 4.b above.	If the amount for any purpose is not known, eft of the estimate. The total of the payments				
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation	n of machinery and equipment		\$		\$
	Construction or leasing of plant buildings	and facilities		\$		\$
		the value of securities involved in this the assets or securities of another issuer		\$		\$
	- ,			\$		\$
	• •			\$		\$
	Other (specify): Private equity and equ			\$	⊠	\$165,272,147.41
				\$		\$
	Column Totals			\$	$\boxtimes$	\$165,272,147.41
	Total Payments Listed (column totals add	led)			72,14	7.41
		D. FEDERAL SIGNATURE				
соп	e issuer has duly caused this notice to be signed astitutes an undertaking by the issuer to furnish this hashed by the issuer to any non-accredited investigation.	o the U.S. Securities and Exchange Commission	this n	otice is filed under Rule on written request of its	505, ti staff, ti	ne following signature he information
Issi	uer (Print or Type)	Signature // //		Date		
Moi LP	rgan Stanley Emerging Private Markets Fund I	Man ha		July   3 , 2007		
Nar	me of Signer (Print or Type)	Title of Signer (Print or Type)				
Noe	el Langlois	inves neral p	stments Inc., general par partner of the Issuer	tner of	Morgan Stanley	

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001)

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